

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF PUERTO RICO**

In re

AAA IMPORTS, INC.

Debtor in possession

CASE NO. 10-04048 BKT

Chapter 11

Confirmation Hearing: 3/23/2011@9:00am

**SUPPLEMENT TO FIRST AMENDED PLAN**  
(Submitting Agreement with BPPR)

TO THE HONORABLE COURT:

COME NOW the above captioned debtors and respectfully submit the following Supplement to its First Amended Plan:

1. On March 17, 2011 Debtor filed a First Amended Plan (Dkt. 321) which was considered at the confirmation hearing held on March 23, 2011. As stated therein, debtor had concluded certain negotiations with the principal creditor Banco Popular (Secured, Class 3; and unsecured Class 5). Said creditor's voting accepting the plan was the result of those negotiations, which included the following agreements – read into the record at the hearing:

A. The Stipulation for use of cash collateral, and adequate protection (Dkt 160) is ratified, and, other than the payment-structure, is not affected by the confirmation of the plan.

B. Each of the loans with BPPR shall be subject to a mandatory prepayment of seventy five percent (75%) of the "Excess Cash Flow".

"Excess Cash Flow" shall mean, net income for the previous twelve months, after taxes, plus (i) depreciation and amortization; minus (ii) the payments to be made under the Ch. 11 plan, net capital expenditures and investments and payments of principal and mandatory pre-payments of principal with respect to all debt and capital lease obligations; and minus (iii) \$626,000, the minimum cash balance needed for Debtor's one month operating expenses.

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In San Juan, Puerto Rico, dated: 30 March 2011

I HEREBY CERTIFY that on this date I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the participants appearing in said record, including the US Trustee.

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